

In the Matter of Joint Application of)
)
CallCatchers, Inc. d/b/a FreedomVoice Systems,)
Transferor,)
)
And)
)
GoDaddy Operating Company, LLC,)
Transferee)
)
For Approval of Transfer of Control of)
CallCatchers, Inc. d/b/a FreedomVoice Systems)

PSC Docket No. _____

**COVER PAGE FOR JOINT APPLICATION FOR APPROVAL OF TRANSFER OF
CONTROL PURSUANT TO 26 DEL. CODE § 215**

Transferor:

CallCatchers, Inc. d/b/a
FreedomVoice Systems

Transferee:

GoDaddy Operating Company, LLC

Representative For Transferor:

Eric Thomas
President, Chief Executive Officer
CallCatchers, Inc. d/b/a FreedomVoice
Systems
169 Saxony Road
Encinitas, CA 92024
Tel.: (800) 477-1477 x86
Email: ethomas@freedomvoice.com

Representative For Transferee:

Matthew A. Forkner
Vice President, Deputy General Counsel
GoDaddy, Inc.
14455 N. Hayden Road
Scottsdale, AZ 85260
Tel.: (480) 505-8800
Email: mforkner@godaddy.com

Counsel for Transferor:

Michael P. Donahue
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
Tysons, VA 22102
Tel: (703) 714-1319
Email: mpd@commmlawgroup.com

Counsel for Transferee:

Jennifer L. Kostyu
L. Charles Keller
Wilkinson Barker Knauer, LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
Tel.: (202) 783-4141
Email: jkostyu@wbklaw.com
ckeller@wbklaw.com

CONNOLLY GALLAGHER LLP
Jeffrey C. Wisler (DE Bar No. 2795)
Kyle Evans Gay (DE Bar No. 5752)
The Brandywine Building
1000 West Street, Suite 1400
Wilmington, DE 19801
Tel.: (302) 888-6258
Email: jwisler@connollygallagher.com
kgay@connollygallagher.com

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And

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For Approval of Transfer of Control of
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Pursuant to 26 Del. Code § 215, CallCatchers Inc. d/b/a FreedomVoice Systems (“FreedomVoice,” or “Transferor”) and GoDaddy Operating Company, LLC (“GoDaddy Operating,” or “Transferee”) (collectively, the “Applicants”), by undersigned counsel, hereby request Commission approval to transfer control of FreedomVoice to GoDaddy Operating, as well as a subsequent *pro forma* transaction in which FreedomVoice’s authorization to provide telecommunications will be assigned to GoDaddy.com, LLC (“GD LLC”), an affiliate of GoDaddy Operating. The Applicants seek to consummate the proposed transaction as soon as possible after receipt of required regulatory approvals.

The Proposed Transaction raises no public-interest concerns that would warrant an extended review or transaction-specific conditions for consent. Therefore, Applicants request expedited treatment of this Joint Application.

I. DESCRIPTION OF THE APPLICANTS

A. CallCatchers Inc. d/b/a FreedomVoice Systems¹

FreedomVoice, founded in 1996, is a Delaware corporation and headquartered in Encinitas, California. FreedomVoice is an industry-leading provider of cloud-based communications systems for small to mid-sized businesses nationwide. Its solutions include toll free numbers, vanity numbers, and local number virtual phone systems, as well as interconnected Voice over Internet Protocol (“VoIP”), resold interexchange services, and cloud-based conference bridging. Please see **Exhibit A** attached hereto for a description of FreedomVoice’s corporate structure prior to the Proposed Transaction.

On September 6, 2016, the Commission granted FreedomVoice a Certificate of Public Convenience and Necessity (“CPCN”) to provide intrastate long distance telecommunications services in the State of Delaware by Order No. 8936 in PSC Docket No. 16-0745.² A copy of the Order is attached hereto as **Exhibit B**.

FreedomVoice is also authorized to provide interexchange long distance telecommunications services pursuant to registration, commission order or on a deregulated basis in the states of: Alaska, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Maine, Maryland, Michigan, Minnesota, Missouri, Montana, Nebraska, New Jersey, North Carolina, Oregon, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, and Wyoming. Furthermore, FreedomVoice is currently registered to provide interconnected VoIP services in the following jurisdictions: California, Connecticut,

¹ The Representative for Transferor is Eric Thomas, President, Chief Executive Officer, CallCatchers, Inc. d/b/a Freedom Voice Systems, 169 Saxony Road, Encinitas, CA 92024, telephone: 800-477-1477 x86, email: ethomas@freedomvoice.com.

² See generally *In the Matter of the Application of CallCatchers, Inc. d/b/a FreedomVoice Systems for a Certificate of Public Convenience and Necessity to Provide Telecommunications Services within the State of Delaware* (Filed Aug. 11, 2016), PSC Docket No. 16-0745, Order 8936 (Sept. 6, 2016).

Illinois, Indiana, Iowa, Michigan, Missouri, Nebraska, Wisconsin, and Wyoming and Puerto Rico.³

B. GoDaddy Entities⁴

GoDaddy Inc. (“GoDaddy”), through its affiliates including GoDaddy Operating and GD LLC, is an Internet domain registrar and web hosting company. It is the world’s largest technology provider dedicated to small businesses. GoDaddy powers the world’s largest cloud platform dedicated to small, independent ventures. With more than 14 million customers worldwide and more than 63 million domain names under management, GoDaddy is the place people come to name their idea, build a professional website, attract customers and manage their work. Its mission is to give its customers the tools, insights and the people to transform their ideas and personal initiative into success. Please see Exhibit A attached hereto for a description of the corporate structure for the GoDaddy entities prior to the Proposed Transaction.

On August 22, 2016, GD LLC filed an application for a CPCN to provide resold interexchange services in the State of Delaware in PSC Docket No. 16-0881.

II. DESCRIPTION OF THE TRANSACTION

GoDaddy Operating, its indirect, wholly-owned subsidiary San Fernando Merger Sub Inc. (“Merger Sub”), FreedomVoice, and certain FreedomVoice shareholders entered into an Agreement and Plan of Merger dated as of May 17, 2016 (the “Agreement”). Pursuant to the Agreement, Merger Sub will be merged with and into FreedomVoice, with FreedomVoice being the surviving entity. All equity securities of FreedomVoice will be canceled and its shareholders will be entitled to receive consideration for those securities. FreedomVoice will thus become an

³ FreedomVoice also is in the process of registering or obtaining authorization to provide interexchange and interconnected VoIP services in all other states.

⁴ The Representative for Transferee is Matthew A. Forkner, Vice President, Deputy General Counsel, GoDaddy, Inc., 14455 N. Hayden Road, Scottsdale, AZ 85260, telephone: 480-505-8800, email: mforkner@godaddy.com.

indirect, wholly-owned subsidiary of GoDaddy Operating. Please see Exhibit C attached hereto for a complete description of FreedomVoice's corporate structure following consummation of this transfer of control.

The Applicants also anticipate that after closing the vast majority of FreedomVoice's operations and assets, customer accounts and contracts, may be assigned from FreedomVoice to GD LLC through a *pro forma* intracompany transfer. GD LLC is a direct, wholly-owned subsidiary of GoDaddy Operating.⁵ The Applicants will notify the Commission when each step of the transaction – *i.e.*, the transfer of control of FreedomVoice, then the *pro forma* intracompany assignment of FreedomVoice's authorization to GD LLC – is complete. Please see Exhibit A attached hereto for a complete description of the corporate structure of GD LLC.

III. PUBLIC INTEREST STATEMENT

The Applicants respectfully submit that the Proposed Transaction described herein will serve the public interest. The Proposed Transaction promotes competition among telecommunications carriers by providing FreedomVoice with the opportunity to strengthen its competitive position through the additional experience, perspectives, and resources of GoDaddy Operating in order to accelerate the growth of the business. The Proposed Transaction will help create a stronger competitor by bring together each organization's respective strengths. Applicants anticipate that the Proposed Transaction will enable them to deliver greater value and variety of services to their customers.

Following the Proposed Transaction, GoDaddy Operating plans to retain most of FreedomVoice's current management responsible for the day-to-day operations of the business. (As noted above, FreedomVoice's operations may subsequently be moved to GD LLC through a

⁵ As noted, GD LLC has filed an application for a CPCN to provide the same types of services FreedomVoice is currently authorized to provide.

pro forma intracompany transfer.) The Proposed Transaction will be virtually transparent to customers and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Rather, as noted, it will enable the Applicants to make available a greater variety of high-quality, innovative services to their customers. The Applicants also anticipate that service for any customer accounts that are transferred on a *pro forma* basis to GD LLC will continue to be provided under the brand name FreedomVoice, and the terms and conditions of their service will not change.

The public interest will also be served by expeditious consideration and approval of the transaction. For various important business reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process – and thus in the ability of Applicants to move forward promptly with the integration process – risks creating uncertainty and competitive harm. In particular, the competitive telecommunications marketplace continues to be a very challenging business environment. The Proposed Transaction is aimed at strengthening the competitive position of the companies, and therefore any delay in the regulatory approval process prevents the parties from realizing the economic benefits of integration or offering expanded product and service portfolios to customers as quickly as the parties otherwise could.

The Applicants hereby assert that, pursuant to 26 Del. Code § 215(d), the Application is “in accordance with law, for a proper purpose and is consistent with the public interest.” As proposed in the Application, the transfer of control is in accordance with Section 215(d) as it: (1) is subject to regulatory approval, including the approval of the Federal Communications Commission; (2) will provide for the continued provision of competitive telecommunications

services in Delaware; and (3) will benefit Delaware customers through increased efficiencies and Applicants' ability to provide greater value and variety of high quality, innovative services.

For the reasons stated above, the Applicants respectfully submit that the Commission's grant of the Application would be in accordance with law, for a proper purpose, and consistent with the public interest.

IV. CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application as described herein.

Dated: September 14, 2016

Respectfully submitted,

CONNOLLY GALLAGHER LLP


Jeffrey C. Wisler (DE Bar No. #2795)

Kyle Evans Gay (DE Bar No. #5752)

The Brandywine Building
1000 West Street, Suite 1400
Wilmington, Delaware 19801

Telephone: (302) 888-6258

Fax: (302) 658-0380

Email: jwisler@connollygallagher.com
kgay@connollygallagher.com

Michael P. Donahue
Marashlian & Donahue, LLC
1420 Spring Hill Road, Suite 401
Tysons, VA 22102
Tel: 703-714-1319
Fax: 703-563-6222
Email: mpd@commmlawgroup.com

Jennifer L. Kostyu
L. Charles Keller
Wilkinson Barker Knauer, LLP
1800 M Street, NW, Suite 800N
Washington, DC 20036
Tel.: (202) 783-4141
Fax: (202) 783-5851
Email: jkostyu@wbklaw.com
ckeller@wbklaw.com

*Counsel for CallCatchers, Inc. d/b/a
FreedomVoice Systems*

*Counsel for GoDaddy Operating Company,
LLC*